

**THE
GREENBRIER
COMPANIES**

RECORDATION NO. 23327-T FILED

JUL 30 '07

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The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200

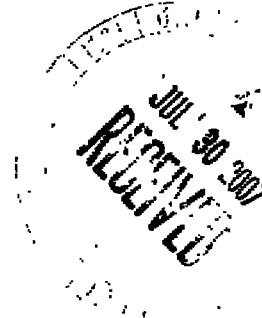
Lake Oswego Oregon 97035

503 684 7000 Fax 503 684 7553

SURFACE TRANSPORTATION BOARD

July 26, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are two (2) originals and two (2) photocopies of an Amendment Dated July 19, 2007 to Memorandum of Lease Agreement for Rider No. 4 dated as of January 1, 2002, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of September 1, 2000, which was duly filed and recorded on January 12, 2001 and assigned Recordation Number 23327.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Company LLC
formerly known as Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: BNSF Railway Company
formerly known as The Burlington Northern and
Santa Fe Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131

A description of the railroad equipment covered by the enclosed document is:

Two hundred twenty-eight (228) 100-ton, 4,750 cubic foot covered hopper railcars and 100-ton, 5,150 cubic foot covered hopper railcars bearing marks and numbers in the series AOK 181055 through AOK 182107, non-inclusive and CRLE 66000, CRLE 66001 and CRLE 66003, more particularly described in the Railcar List attached to the Amendment to Memorandum of Lease

Mr. Vernon A. Williams

July 26, 2007

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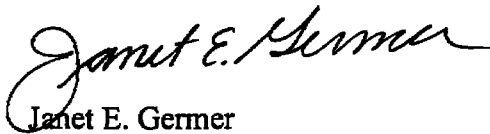
Also enclosed is a payment of \$35 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Board's Index is:

Amendment No. 3 dated July 19, 2007 to Memorandum of Lease Agreement for Rider No. 4 dated as of January 1, 2002 to Lease Agreement dated September 1, 2000 between Greenbrier Leasing Company LLC, fka Greenbrier Leasing Corporation and BNSF Railway Company.

Sincerely,

A handwritten signature in black ink, appearing to read "Janet E. Germer". The signature is fluid and cursive, with the first name "Janet" being more prominent.

Janet E. Germer
Executive Assistant

jeg
Enclosure

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD

JUL 30 2007
RECEIVED

AMENDMENT NO. 3

JULY 19, 2007

TO

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER LEASING COMPANY LLC,
formerly known as Greenbrier Leasing Corporation ("LESSOR")

AND

BNSF RAILWAY COMPANY,
formerly known as The Burlington Northern and Santa Fe Railway Company ("LESSEE")

SEPTEMBER 1, 2000

RIDER NO. 4

DATED AS OF JANUARY 1, 2002

Amendment No. 3 dated July 19, 2007 to Memorandum of Lease made and entered into as of January 1, 2002 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, formerly known as Greenbrier Leasing Corporation ("Lessor") and BNSF Railway Company, a Delaware corporation, formerly known as The Burlington Northern and Santa Fe Railway Company ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of seventy-six (76) 100-ton, 4,750 cubic foot covered hopper railcars and 100-ton, 5,150 cubic foot covered hopper railcars; and

WHEREAS, Lessor and Lessee previously amended the Lease Memorandum to conform to an amendment to the underlying lease adding one hundred fifty-one (151) additional railcars; and

WHEREAS, Lessor and Lessee wish to further amend the Lease Memorandum to conform to an amendment to the underlying lease deleting one (1) of the railcars and adding one (1) additional railcars.

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Delete Paragraph 1 in its entirety and add a new Paragraph 1 as follows:

"1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor two hundred twenty-eight (228) 100-ton, 4,750 cubic foot covered hopper railcars and 100-ton, 5,150 cubic foot covered hopper railcars bearing marks and numbers as reflected on the attached Railcar List."

2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

BNSF RAILWAY COMPANY

BY: 

BY: 

NAME: LARRY G. BRADY

NAME: RICHARD A. MARGL

TITLE: Vice President

TITLE: AVP Carload Equipment

STATE OF OREGON

)

) ss.

COUNTY OF CLACKAMAS

)

On this 25th day of July, 2007, before me personally appeared Larry G. Brady, to me personally known, who being by me duly sworn, says that s/he is the Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.



Janet E. Germer
NOTARY PUBLIC
My commission expires: 5/28/2010

STATE OF

TEXAS

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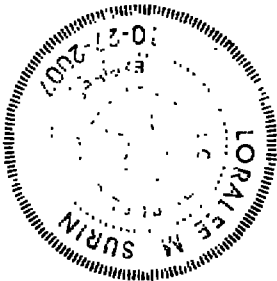
) ss.

COUNTY OF

TARRANT

)

On this 24th day of July, 2007, before me personally appeared RICHARD A. MARGL, to me personally known, who being by me duly sworn, says that s/he is the AVP Carload Equipment of BNSF Railway Company and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Loralie M. Surin
NOTARY PUBLIC
My commission expires: 10-27-2007

RAIL EQUIPMENT LIST

Car Mark	Car Number	Car Mark	Car Number	Car Mark	Car Number	Car Mark	Car Number
AOK	181055	AOK	181438	AOK	181578	AOK	181650
AOK	181056	AOK	181466	AOK	181579	AOK	181652
AOK	181057	AOK	181469	AOK	181580	AOK	181654
AOK	181067	AOK	181470	AOK	181581	AOK	181657
AOK	181077	AOK	181473	AOK	181583	AOK	181659
AOK	181078	AOK	181476	AOK	181586	AOK	181662
AOK	181113	AOK	181484	AOK	181587	AOK	181663
AOK	181122	AOK	181487	AOK	181588	AOK	181664
AOK	181125	AOK	181505	AOK	181589	AOK	181665
AOK	181126	AOK	181509	AOK	181590	AOK	181667
AOK	181138	AOK	181516	AOK	181591	AOK	181668
AOK	181145	AOK	181519	AOK	181594	AOK	181669
AOK	181152	AOK	181535	AOK	181597	AOK	181676
AOK	181156	AOK	181536	AOK	181598	AOK	181677
AOK	181166	AOK	181538	AOK	181599	AOK	181678
AOK	181170	AOK	181539	AOK	181600	AOK	181680
AOK	181172	AOK	181540	AOK	181601	AOK	181681
AOK	181181	AOK	181541	AOK	181603	AOK	181683
AOK	181189	AOK	181544	AOK	181604	AOK	181684
AOK	181238	AOK	181545	AOK	181606	AOK	181685
AOK	181266	AOK	181547	AOK	181607	AOK	181686
AOK	181351	AOK	181548	AOK	181608	AOK	181687
AOK	181354	AOK	181550	AOK	181609	AOK	181688
AOK	181359	AOK	181551	AOK	181610	AOK	181689
AOK	181361	AOK	181553	AOK	181621	AOK	181690
AOK	181362	AOK	181554	AOK	181622	AOK	181692
AOK	181364	AOK	181556	AOK	181624	AOK	181697
AOK	181366	AOK	181557	AOK	181626	AOK	181698
AOK	181371	AOK	181558	AOK	181627	AOK	181700
AOK	181384	AOK	181561	AOK	181628	AOK	181701
AOK	181386	AOK	181562	AOK	181629	AOK	181703
AOK	181395	AOK	181563	AOK	181630	AOK	181704
AOK	181397	AOK	181565	AOK	181631	AOK	181706
AOK	181400	AOK	181566	AOK	181634	AOK	181711
AOK	181401	AOK	181569	AOK	181635	AOK	181713
AOK	181408	AOK	181571	AOK	181636	AOK	181725
AOK	181414	AOK	181572	AOK	181640	AOK	181731
AOK	181415	AOK	181573	AOK	181643	AOK	181735
AOK	181416	AOK	181576	AOK	181647	AOK	181736
AOK	181424	AOK	181577	AOK	181649	AOK	181756

Car Mark	Car Number	Car Mark	Car Number	Car Mark	Car Number	Car Mark	Car Number
AOK	181766	AOK	181909	AOK	181961	AOK	182038
AOK	181777	AOK	181910	AOK	181962	AOK	182041
AOK	181797	AOK	181911	AOK	181964	AOK	182042
AOK	181825	AOK	181913	AOK	181969	AOK	182045
AOK	181826	AOK	181915	AOK	181975	AOK	182048
AOK	181827	AOK	181916	AOK	181976	AOK	182064
AOK	181832	AOK	181923	AOK	181981	AOK	182074
AOK	181841	AOK	181924	AOK	181986	AOK	182094
AOK	181863	AOK	181925	AOK	181994	AOK	182099
AOK	181865	AOK	181926	AOK	181995	AOK	182102
AOK	181873	AOK	181927	AOK	181997	AOK	182107
AOK	181874	AOK	181938	AOK	182001	CRLE	66000
AOK	181883	AOK	181940	AOK	182008	CRLE	66001
AOK	181888	AOK	181943	AOK	182020	CRLE	66003
AOK	181892	AOK	181945	AOK	182024		
AOK	181901	AOK	181950	AOK	182025	Total Cars: 228	
AOK	181903	AOK	181954	AOK	182030		
AOK	181905	AOK	181955	AOK	182034		